

**REQUEST FOR PROPOSAL
FOR
REAL ESTATE INVESTMENT MANAGEMENT SERVICES**

**THE ALABAMA TRUST FUND
STATE OF ALABAMA**

Release Date: February 19, 2013
Proposal Due Date: March 22, 2013

***BEASON-HAMMON ALABAMA TAXPAYER AND CITIZEN PROTECTION ACT
COMPLIANCE***

The Beason-Hammon Alabama Taxpayer and Citizen Protection Act (§§31-13-1 et seq, Code of Alabama, 1975 as amended by Act 2012-491) regulates illegal immigration in the State of Alabama. All contracts with the State or a political subdivision thereof must comply with that law.

For the purposes of this RFP and any responding Proposal, the following sections of that law impose specific requirements: Section 9 (a) of the Act provides “As a condition for the award of any contract, grant, or incentive by the state, any political subdivision thereof, or a state-funded entity to a business entity or employer that employs one or more employees, the business entity or employer shall not knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama.”

Section 9(b) of the Act requires “ As a condition for the award of any contract, grant, or incentive by the state, any political subdivision thereof, or a state-funded entity to a business entity or employer that employs one or more employees within the State of Alabama, the business entity or employer shall provide documentation establishing that the business entity or employer is enrolled in the E-Verify program.”

As provided in the Act a “business entity” is *any person or group of persons performing or engaging in any activity, enterprise, profession, or occupation for gain, benefit, advantage, or livelihood, whether for profit or not for profit* and an “employer” is defined as *any person, firm, corporation, partnership, joint stock association, agent, manager, representative, foreman, or other person having control or custody of any employment, place of employment, or of any employee, including any person or entity employing any person for hire within the State of Alabama, including a public employer. This term shall not include the occupant of a household contracting with another person to perform casual domestic labor within the household.*

A Proposal must include a statement that the Proposer has knowledge of this law and is in compliance with Section 9(a). Before a contract is signed, the Contractor awarded the contract must submit a Certificate of Compliance using the form provided with this RFP, Exhibit D, and documentation establishing enrollment in the E-Verify Program operated by the United State Department of Homeland Security in the form of the Memorandum of Understanding which

USHLS issues upon enrollment. E-Verify enrollment can be accomplished at the website of the United States Department of Homeland Security at <http://www.uscis.gov>.

See Section 10 for additional language required by Section 9(k) of the Act to be included in the contract.

1. Overview.

This Request for Proposal (“RFP”) has been issued by the Alabama Trust Fund Board of Trustees (“Board”). The Board solicits proposals from qualified professional firms interested in providing core real estate investment management services (“Manager”) to the Alabama Trust Fund.

Candidate firms should have expertise in managing diversified core real estate portfolios. The goal is to identify managers with a proven record of performance who manage core real estate commingled funds.

This RFP is issued in accordance with the requirements of Section 41-16-72(4), Code of Alabama (1975). This RFP is not an offer to contract but seeks the submission of proposals from qualified, professional firms that may form the basis for negotiation of an investment management agreement with one or more Managers. *The Board reserves the right to reject any or all proposals and to solicit additional proposals if that is determined to be in the best interest of the Alabama Trust Fund.*

The Board’s Investment Consultant, Callan Associates, will be receiving and analyzing all responses from this manager search. To expedite the review process, all candidate firms must have certain information in the Callan manager database. There is no charge associated with this process. Please contact Avery Robinson at 415-274-3048 to receive information about this process.

2. History of the Alabama Trust Fund.

The Alabama Trust Fund (“ATF”) was created by Amendment 450 to the Alabama Constitution and ratified in 1985. The ATF was established as an investment vehicle for the management of oil and gas capital payments generated from drilling activity in Alabama’s offshore waters. The ATF is under the management and control of a nine member board. The board consists of the Governor, Finance Director, State Treasurer and six appointed members.

The ATF strives to provide an annual total return greater than the annual amount to be distributed under the spending policy, currently 5%. As of December 2012, ATF invested assets totaled approximately \$3.3 billion. The portfolio is managed by eighteen professional

managers investing the assets among the classes of core, core plus, domestic equities, global equities and real estate, plus two international equity mutual funds. Additional asset classes may be considered in the future.

Information about the ATF, including the current Investment Policy and Manager Guidelines, is available at the Treasurer's website www.treasury.alabama.gov.

3. Minimum Qualifications.

In order to be considered for selection, Exhibit C should be included in the proposal as documented proof that the following minimum qualifications listed below are met. The Respondent has a continuing obligation to disclose information throughout the RFP process should any qualifications or situations change that might render the Respondent as an unqualified candidate.

- Company is duly registered with the Securities & Exchange Commission pursuant to the Investment Advisors Act of 1940, as amended, and the registration is current.
- Company will comply with all state regulations to conduct business in the State of Alabama, and will register with the Secretary of State if applicable. For more information, visit the Secretary of State website at www.sos.state.al.us/ and click Business Services/Corporations.
- The portfolio manager assigned to the account has managed real estate portfolios for at least five (5) years, as of December 31, 2012
- Company has managed real estate portfolios for at least five (5) years, as of December 31, 2012.
- Company does manage at least \$1,000,000,000 in real estate portfolios as of December 31, 2012.
- Company and its personnel have all authorizations, permits, licenses, and certifications as may be required under federal, state or local law to perform the services specified in this RFP at the time it submits a response to the RFP.
- Company will carry errors and omissions insurance or comparable instrument to cover negligent acts or omissions.
- Company maintains sufficient procedures and capabilities to ensure the timely and accurate backup and full recovery for all computers and other data storage systems related to the ATF account.
- Company has a company policy and practice of equal employment opportunity and non-discrimination based on race, creed or gender.
- Company will comply with *The Beason-Hammon Alabama Taxpayer and Citizen Protection Act*.

4. Scope of Services

- (a) The Manager shall invest the assets in a diversified core real estate commingled fund. It is expected that the initial funding will be approximately \$80 million.
- (b) The Manager shall have independent discretionary authority with respect to the investment of that portion of the assets managed by the Manager, subject to the Code of Alabama, Investment Guidelines and such other written limitations as the Board may impose upon the Manager. A copy of the Investment Guidelines is available at www.treasury.alabama.gov . If the respondent opposes any language in the guidelines, this should be addressed in the proposal.
- (c) The Manager shall provide reporting, to include monthly valuation, monthly performance reports, and significant changes in corporate structure, and other data to the Consultant.
- (d) The Manager shall document all investment transactions with the Custodian in accord with usual and customary standards of practice, and confirm all executed transactions for custodial account records. The current custodian is the BNY Mellon.

5. Fees

Managers shall be entitled to receive quarterly compensation. Fees shall be payable based upon the fair market value on the last business day of each quarter as reported by the ATF Custodian. The proposal must state the fees charged for this service assuming an \$80 million mandate. Please show breakpoints in excel spreadsheet in Exhibit C.

Any charge for services not addressed in your proposal will not be allowed during the course of the contract.

6. Proposal Required Information.

Proposals should be as thorough and detailed as possible so that your capabilities to provide the required services can be properly evaluated.

Responses to this RFP must include:

- (1) a brief transmittal letter which must include a statement that the Proposer has read this RFP and accepts the terms and conditions set out herein and that the Proposer is aware of the requirements of the Beason-Hammon Alabama Taxpayer and Citizen Protection Act and will comply with that law.
- (2) Exhibit A, RFP Response;
- (3) Exhibit B, Minimum Qualifications;
- (4) Exhibit C, Spreadsheet
- (5) Exhibit D, Certificate of Compliance;
- (6) Other documents:

- A sample of contracts and all other standardized forms which you propose to be used for this transaction, and
 - List of third-party service providers with whom ATF would be required to contract in order to fully utilize the services you represent to be available under your contract; and
 - List of software licenses or agreements that ATF would be required to procure in order to fully utilize your services.
- (8) Disclosure Statement. All proposals submitted in response to this RFP must include one original Disclosure Statement as required by Section 41-16-82, et seq., Code of Alabama (1975). Copies of the Disclosure Statement, and information, may be downloaded from the State of Alabama Attorney General's web site at www.ago.alabama.gov/publications.cfm.

7. Submission of Proposals.

Proposals must be received at the following address **no later than the close of business on March 22, 2013**. Provide the original plus one(1) copy.

Attention: Annoesjka West
 Callan Associates
 1 Deforest Avenue
 Suite 100
 Summit, NJ 07901

All questions concerning this RFP should be directed to Annoesjka West at Callan Associates by phone 908-522-3890 or email west@callan.com.

Submission Deadline. It is the responsibility of the Respondent to ensure that its proposal is timely delivered and received by Callan on or before 5:00 p.m. on March 22, 2013. Callan will not consider proposals received after the date and time specified herein. Callan assumes no responsibility for late delivery by the U.S. Mail, a commercial courier service, or any other method of delivery selected by the Respondent.

Questions and Inquiries. The sole point of contact for purposes of this RFP is Annoesjka West. Any questions or inquiries should be directed to her. Any oral communications shall be considered unofficial and nonbinding on the State.

Rejection of all Proposals. The Board reserves the right to reject any or all proposals and/or to solicit additional proposals if that is determined to be fiscally advantageous to the State or otherwise in its best interests.

8. Efforts to Influence Selection Process Prohibited

The integrity of the RFP process is of primary importance and will not be compromised. Any written or oral communications beyond the RFP Response made by responders, or

others on their behalf, whether paid or unpaid, to influence the selection process, from the time the RFP is issued through its conclusion, made directly or indirectly to the Board, Finance staff, or Treasury staff will be grounds for immediate elimination from the selection process. Annoesjka West is the sole point of contact.

9. Evaluation and Selection.

All proposals timely received will be reviewed and evaluated by the Investment Consultant. The Consultant will recommend proposals to the Investment Committee or Board that most closely meet the requirements of the RFP.

After the review and evaluation of the proposals, the Board may conduct interviews. Finalists chosen for interviews, if necessary, will be notified. The Board reserves the right to request a best and final offer for fees from finalists.

The Board will select the Manager(s) the Board determines, in its sole discretion, to be fully qualified and best suited among those submitting proposals on the basis of the evaluation factors, including fees, to best meet the needs of the ATF. *All proposals received in response to this RFP may be rejected and the Board may solicit additional proposals.*

Upon identification of the selected Manager, if any, the Board may initiate negotiations for contract terms and conditions. The contract will incorporate reference to the requirements of the RFP and the Manager's proposal as negotiated.

10. Agreement.

All duties of the Manager shall be set forth in a contract agreement between the Manager and the Board. The contract will incorporate reference to the requirements of the RFP and the Manager's proposal as negotiated.

In compliance with the Beason-Hammon Alabama Taxpayer and Citizen Protection Act (§31-13-9(k), Code of Alabama, 1975, as amended), the contract will include the following language:

“By signing this contract, the contracting parties affirm, for the duration of the agreement, that they will not violate federal immigration law or knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama. Furthermore, a contracting party found to be in violation of this provision shall be deemed in breach of the agreement and shall be responsible for all damages resulting therefrom.”

You are charged with knowledge that there are certain terms standard to most commercial contracts in private sector use which the ATF is prevented by law and policy from accepting. These include (1) indemnification and hold harmless of the vendor or third parties, (2) consent to choice of law and venue other than the State of Alabama, (3) methods of dispute resolution other than negotiation and non-binding mediation, (4) waivers of subrogation and other rights against third parties and (5) some provisions limiting damages to the cost of goods or services;

11. Public Information

All responses received will be subject to the Alabama Open Records Act, §36-12-40, Code of Alabama and may be subject to public disclosure upon request. The Open Records Act is remedial and should therefore be liberally construed in favor of the public. The Alabama Trade Secrets Act is §8-27-1 through §8-27-6, Code of Alabama. Responders are cautioned to be familiar with these statutes. The burden is on the one asserting the trade secret to show that the information sought to be protected meets the definition of a Trade Secret as defined in the Act.

Any RFP response submitted that contains confidential, trade secrets or proprietary commercial information must be conspicuously marked on the outside as containing confidential information, and each page upon which confidential information appears must be conspicuously marked as such. Identification of the entire Proposal as confidential is not acceptable unless the Firm enumerates the specific grounds or applicable laws which support treatment of the entire material as protected from disclosure according to the foregoing statutes or other applicable Alabama law.

The owner of the confidential information shall indemnify and hold the State of Alabama, the State Treasurer, and Treasury staff harmless from all costs or expenses, including but not limited to attorney fees and expenses related to litigation concerning disclosure of said information and documents.

EXHIBIT A
SECTION I: ORGANIZATION

1. _____
Name of SEC registered entity (banks and insurance companies are not required to register with the SEC)

Main Office Street Address	City & State (Country)	Zip/Postal Code
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2. List city and state of all directly related offices, the opening date of the office(s), and indicate whether the office(s) is used for portfolio management, acquisitions, asset management, property management, research, marketing and/or client servicing.

Office Location and Address, Phone	Number of Employee es	Number of Professionals Direct Equity RE	Function
Total			

3. Provide a summary of the firm's lines of business related to real estate investing and management globally including a breakdown of direct real estate assets under management by region (e.g. U.S., North America ex-U.S., Europe, Asia, Other).
4. Are you currently or have you ever been out of compliance with the SEC, DOL or any other regulatory agencies? Please answer Yes or No and if Yes, please explain
If yes, please explain.
5. Describe the levels of coverage for SEC-required (17g-1) fidelity bonds, errors and omissions coverage and any other fiduciary coverage which your firm carries. List the insurance carriers supplying the coverage and the coverage amount.
6. During the last five years, has any employee of your organization, the organization itself, or any affiliate, been the subject of an investigation or been involved in litigation relating to investment activities?

Yes _____ No

If yes, provide a brief explanation and indicate the current status of proceedings.

7. Type of Firm: (Check one.)

<input type="checkbox"/> Bank/Trust Co	<input type="checkbox"/> Broker	<input type="checkbox"/> Group Trust
<input type="checkbox"/> Bank Affiliate	<input type="checkbox"/> Broker Affiliate	<input type="checkbox"/> Insurance Company Affiliate
<input type="checkbox"/> Merchant Bank Affiliate	<input type="checkbox"/> Joint Venture	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Other (describe)	<input type="checkbox"/> Investment Bank Affiliate	<input type="checkbox"/> Insurance Company

8. Month/Year: (Complete all that apply.)

Founded	Founded	Began Managing	Began Managing
Firm Parent	Commingled	Real Estate	Real Estate
		Funds	Core Strategy
_____	_____	_____	_____

9. Ownership Structure: (Check one.)

☐ Publicly-Owned ☐ Partnership ☐ Employee-Owned
☐ Subsidiary of _____
Other _____

Have there been any changes in the ownership structure of your firm in the last seven years?

If yes, in which year did this change occur? _____ Describe the nature of the change.

10. Provide a chart describing the ownership structure including the names of directors, if applicable, and the percentage ownership of each owner of the firm.

11. Within the past five years have there been any significant developments in your organization (changes of ownership or structure, personnel reorganization, downsizings, new funds launched, offices closed or opened, new business ventures, etc)? Please describe.

12. What future changes do you anticipate?

13. If your firm is an affiliate/subsidiary of a larger organization, what percent of the parent's total revenue was generated by your organization in each of 2012, 2011, and 2010

14. If your firm is an affiliate/subsidiary of a larger organization or a joint venture partner with another organization, describe the method of communication and quality control between the two organizations. Define the specific responsibilities of each of the parties.
15. Does your firm or parent company run or have an interest in a securities brokerage firm?
_____ Yes _____ No
- Does your firm or parent company run or have an interest in a real estate brokerage firm?
_____ Yes _____ No
- If yes, how does your firm manage potential conflicts of interest?
16. Please provide a description of your firm's history and current activity, including a discussion of any mergers or acquisitions, significant developments, organizational or ownership changes, downsizings, funds or businesses launched and closed, offices closed or opened, etc. made within the past 5 years. The description should concentrate on the management of tax-exempt funds for U.S. clients. Include date of SEC registration and an explanation of the ownership structure of your firm and that of the parent or joint venture partner, if applicable. Also provide a complete form ADV (Parts I and II) and label as such.
17. Describe your firm's business plan for the next three years. What product(s) is your firm emphasizing? How will new and existing resources be allocated? Will a limit be placed on the total value of assets managed, employee count and/or the number of accounts for the total firm, individual portfolio manager or the commingled fund products? How is growth being managed at the firm so as not to impair your ability to provide performance results, portfolio administration and client servicing?
18. In the past five years has your firm been terminated by a client? If so, why? Within the past five years has your firm voluntarily terminated a client relationship? If so, why?
19. Describe any conflicts of interest your firm may have in the management of this account. Include any activities of affiliated or parent organizations, brokerage activities, investment banking activities, or property management, leasing, or other services provided to the fund. If you have a lending affiliate, do you borrow from it for the account? What is your policy with regard to buying properties or selling properties to an investor in the fund or to one its affiliates? Do you share ownership of any of the investments in the account with other funds or accounts you manage or with an investor in the account?
20. Has your firm adopted policies consistent with GIPS trade management/soft dollar guidelines? If so, provide details.

21. Provide details of any claims, disputes, litigation or other legal proceedings where your firm is involved with the State of Alabama or any of its agencies, or has been involved, in the three preceding years.

SECTION II: PERSONNEL

1. Please complete the attached Appendix A excel spreadsheet.
2. Provide names, titles, and functional area for additions and departures at the VP level and above, with date joined or date departed, respectively.
3. What is your firm doing to ensure organizational stability amongst its investment professionals? Please be specific and include a discussion of compensation structure. Do any of the professionals involved with the proposed product invest in the product? If so, how much? Do any of the professionals involved with the proposed product share in the profits of the Fund? If so, please describe the structure and vesting schedule, if applicable.
4. Does the firm maintain key man life insurance? If so, please describe.

SECTION III: PROPOSED OPEN-END COMMINGLED FUND (S)

For the responding commingled fund please complete all parts of Section IV. If you are proposing more than one commingled fund, please complete an entire section IV for each proposed fund.

1. Please complete the attached Appendix A excel spreadsheet.
2. Investment Strategy of Fund: please write a short paragraph explaining the strategy of the Fund (please include a discussion of leverage and property type diversification). Additionally, provide a short summary of the Fund's current position and near-term/long-term expectations and requirements of the Fund (debt refinancing, large lease rollovers, tenant concentrations). _
3. Are there any assets that the Fund defaulted on and/or write the value to zero? If so, please provide details.
4. Portfolio Manager(s) Name:_____ Percentage of time dedicated to the Fund _____ What year the PM(s) began working predominately on the Fund. Can the portfolio manager co-invest in the Fund? If so, please describe.
5. List in detail the proposed Fund portfolio manager's other duties and accounts, if any. Also discuss in detail the portfolio manager's compensation structure as it relates or ties to the Fund.
6. Describe your firm's back-up procedures in the event the key investment professional assigned to this account should leave the firm or be transferred to other accounts or duties.

7. Portfolios are managed by a(n) (Check only one) Team _____ dicated Team _____
Individual portfolio manager _____Portfolio mgr. W/ back-up _____
Explain and list all employees who are part of the team, dedicated team or backup portfolio manager.
8. Provide names, titles, and functional area for all additions and departures to the dedicated fund team with date joined or date departed over the past five years, respectively.
9. Specifically address the following as they relate to your firm's commingled fund:
 - a. Research Process: Include a discussion of the sources of your research (internal and external) and where research is conducted.
 - c. Key Decision Makers: Detail at each stage of your decision making/portfolio construction process who the key professionals are.
 - d. Acquisitions Process: Describe how acquisitions are allocated to this Fund. Please state your rotation policy with competing strategies/capital.
 - e. Cash Management: Describe the Fund's process of cash management.
 - f. Redemption Policy: Please detail your redemption policies and priorities. Please highlight if redemptions are handled on a pro-rata basis or on a first come, first serve basis. Also, indicate if income distributions are given priority. Are there any restrictions on redemption or lock-out periods? Please detail your redemption requests for the last 10 years and payout, not including income distributions. Please highlight periods of redemption queues and indicate how long they were outstanding and how timely they were resolved. Are in-kind distributions permitted?
 - g. Capacity: Is there a contribution or redemption queue for the Fund? If yes, please indicate the queue amount(s), how many investors are in the queue and how long is the queue anticipated to remain? What is the Fund's current capacity and timeline to invest new capital? Describe in detail the queue processes to enter and exit the Fund. Please detail historical entry queues. What are your expectation for future queues and describe how you will manage them.
 - h. Dividend Policy: What is the Fund's target dividend distribution to investors? Has the Fund reduced or suspended this dividend. If so, please provide details such as when the dividend was reduced, by how much, and how long is the reduction expected to last. Describe in

detail the process an investor must go through in order to receive dividends on a quarterly basis and whether or not income dividends have preference over other redemption requests. Please complete the quarterly summary of the last five years in the excel spreadsheet.

- i. Marking Debt to Market: Describe in detail your firm's current policy on marking debt to market. Include specifics on your firm's current procedures for marking debt to market and a table showing the start date of the first quarter you began marking debt to market and what impact this has had on your performance for each quarter. Do you mark your portfolio debt and property debt to market?
- j. Valuation and Appraisal Process: Describe the valuation policy and appraisal policy and process for this Fund. Please highlight the use of third-parties.
- k. Valuation of Other assets and liabilities: Are any other assets or liabilities marked to market?
- l. Interest Rate Risk: Please comment on your policy regarding managing interest rate risk..
- m. Reporting: Please describe the Fund's financial reporting and timeline for reports. Please include a sample report. How is NAV determined and how often? What level reporting is available to clients? Does the reporting include a description of income (short term/long term, P&I) on a current basis along with distributions and valuations? Has the fund ever postponed, deferred, missed a reporting or been in default under the fund agreements?
- n. Limitations: Provide the limitations for the Fund for each of the following items and explain each one:

Cash (%)

Leverage – Property (%), Fund Level (%)

Geographic (%)

Property Type (%)

Joints Ventures (%)

Non-Core Assets (%)

Forward Commitments (%)

Development (%)

Are there other limits to the Fund that are in addition to the ones listed above? If so, please state them here.

- o. Risk Management: How does your firm define, monitor and control risk?

- p. Appraisal Process: Describe the appraisal policy and process for this Fund.
- q. Sell Discipline: What is your firm's hold/sell policy?
- r. Economic Diversification: How does your firm view economic diversification as it relates to this Fund? Please attach any supporting analysis as it relates to the diversification of this Fund.
- s. Forward Commitments: Does the Fund have any forward commitments? If so, please provide a list of the forward commitments including the how much the original commitment amount (Net & Gross), current market value and the expected closing date. Are these commitments being valued/impacting the Fund's current performance? If so, please explain this valuation process. What is the Fund's policy on forward commitments?
- t. Advisory Board: Does the Fund have an Advisory Board? If so, describe in detail who sits on the Advisory Board, what the role of the Advisory Board is and what specific duties it holds, including any voting rights. Please include Bios of the members of the Advisory Board. Please complete the excel spreadsheet on the Advisory Board members.
- u. Tax Structuring: Please describe the methods through which the Fund structures investments to minimize taxes including UBTI. Please provide examples, if necessary. What amount of tax was paid in the prior three years and how much is expected to be paid in 2013 and 2014? Annually, when do you provide final tax reporting to investors? Have you ever missed the date? What are the ramifications of missing a reporting date for tax purposes?
- v. Governance: Please summarize major investor governance provisions if any.
10. Describe your firm's capabilities and process for providing asset and property management services for acquired assets. Does your firm use internal or third-party property managers for such assets? If internal, is there an arms length bid process?
11. If your fund is less than five years old, provide a full investor list for the Fund. If you cannot disclose an investor's name, please state as Public Fund A or Corporate Plan B, etc.

Name of Investor	Original Commitment Amount	Remaining Amount to be Funded	Current Value of Funded Amount	Quarter/Year of First Investment

12. Please provide a chart that shows the diversification of the investors in the fund by category (U.S. public DB, U.S. corporate DB, fund of funds, DC/Target Date or any other type of defined contribution investor, Taft Hartley, non-U.S)
- .
13. Please include the firm's investment in the fund and the names and amounts of any employee investment on the list above.
14. Was the investment by the individuals provided by cash, loans, a combination, direct grants or via another way?
15. Did the firm provide the loans or secure a loan facility for individuals to use? Are the loans recourse or non recourse?
16. Are there any restrictions on the firm or any of the individual's ability to redeem their investment?
17. Provide a list of investors that have exited or requested to completely exit the proposed Fund in the three past years (2010, 2011, and 2012). If you cannot disclose the investor's name, please state as Public Fund A or Corporate Plan B, etc...Do not include investors that receive quarterly income withdrawals. Has any of the co-invest from the firm or the individuals been redeemed or is in the queue to be redeemed? Who has redeemed and how much?

Name of Investor	Amount	Reason for Redemption	Quarter/Year

18. Please provide the annual contributions and distributions for the Fund, separating distributions into dividend/income distributions and redemption payments on the excel spreadsheet.

SECTION IV: PERFORMANCE

1. Please provide historical rate of return information as of 12/31/2012 by quarter and for year-end for each commingled fund detailed in the excel file Appendix A.
2. In addition to completing Appendix A, please make sure the Callan manager questionnaire database is up to date with each prior fund's quarterly returns and cash flows, and quarterly returns as of 12/31/2012 and cash flows for separate account composites as of December 31, 2012. Please contact Lauren Sertich (Sertich@callan.com) if you need help inputting your data.
3. Please provide performance attribution relative to your fund's benchmark and stated return objective for the past year and past 3 years and since inception in the excel spreadsheet. If you are using the IPD for attribution analysis, please include the most recent report as an Appendix.
4. Please comment on the impact each of marking debt to market and hedging instruments have had on your performance.
5. Please provide unleveraged sector and region performance in the excel file.
6. Please explain how you expect to meet or exceed your fund's objective over the next three years and the major expected drivers of returns.

SECTION V: FEES

Please provide the fee structure for the proposed commingled Fund(s), including Asset Management, Acquisition, Disposition, Performance, etc. Are there any "favored nations" clauses in the Fund's documents? Please note any fee breaks or discounts given even if they are tied to total assets invested with the firm (as opposed to the product). Please complete the Fee Structure tab in the Excel file. Is there an expectation of any major fluctuation in the fund level fees or expenses or any expected changes to the fee structure?

SECTION VI: REFERENCES

1. Please provide references from three investors in the proposed product. Please provide the name, address, email, telephone number, size of the account, and dates the accounts commenced.

2. Please provide three (3) U.S. tax-exempt plan sponsors that terminated your firm's proposed commingled fund. Please provide the name, addresses, telephone number, size of the account, and dates the accounts commenced and ended.

SECTION VII: FUND DOCUMENTS

1. Please provide all documents a prospective investor would review and sign including the fund's formation documents (private placement or offering memorandum, partnership/llc/reit documents, advisory agreement, all amendments), and subscription materials.
2. Please provide a current marketing presentation for the fund.
3. Please provide access to your website where investor level materials are located.
4. If the website does not include Advisory Board materials, presentations, quarterly and annual financials for the past 3 years, please provide these materials with your response.
5. Please provide any other documents that you think would be helpful.

**REAL ESTATE COMMINGLED FUND
REQUEST FOR INFORMATION**

Firm Name: _____
Contact: _____
Title: _____
Contact Address: _____
Contact Telephone: _____
Contact Fax: _____
Contact Email: _____
Company Website: _____
Authorized Signature: _____
Name (print): _____
Date: _____

EXHIBIT B
MINIMUM QUALIFICATIONS

1. My Company is duly registered with the Securities & Exchange Commission pursuant to the Investment Advisors Act of 1940, as amended, and the registration is current.
Yes No
2. If applicable, my Company shall qualify with the Secretary of State to conduct business in the State of Alabama if selected.
Yes No
3. The portfolio manager assigned to the Alabama Trust Fund account has managed real estate assets for at least five (5) years, as of December 31, 2012.
Yes No
4. My Company has managed real estate assets for at least five (5) years, as of December 31, 2012.
Yes No
5. My Company does manage at least \$1,000,000,000 in real estate assets as of December 31, 2012.
Yes No
6. My Company and its personnel have all authorizations, permits, licenses, and certifications as may be required under federal, state or local law to perform the services specified in this RFP at the time it submits a response to the RFP.
Yes No
7. My Company will carry errors and omissions insurance or comparable instrument to cover negligent acts or omissions.
Yes No
8. My Company maintains sufficient procedures and capabilities to ensure the timely and accurate backup and full recovery for all computers and other data storage systems related to the Alabama Trust Fund account.
Yes No
9. My Company has a company policy and practice of equal employment opportunity and non-discrimination based on race, creed or gender.
Yes No
10. My Company will comply with the Beason-Hammon Alabama Taxpayer and Citizen Protection Act.
Yes No

EXHIBIT D

**CERTIFICATE OF COMPLIANCE WITH THE BEASON-HAMMON ALABAMA
TAXPAYER AND CITIZEN PROTECTION ACT (ACT 2011-535, as amended by Act
2012-491)**

RE Contract/Grant/Incentive (*describe by number or subject*):

_____ **by and
between** _____

(Contractor/Grantee) and

_____ **(State Agency or
Department or other Public Entity)**

The undersigned hereby certifies to the State of Alabama as follows:

1. The undersigned holds the position of _____ with the Contractor/Grantee named above, is authorized to provide the representations that are set out in this Certificate as the official and binding act of that entity, and has knowledge of the provisions of THE BEASON-HAMMON ALABAMA TAXPAYER AND CITIZEN PROTECTION ACT (ACT 2011-535 of the Alabama Legislature, as amended by Act 2012-491) which is described herein as "the Act".
2. Applying the following definitions from the Section 3 of the Act, the Contractor/Grantee business structure is as indicated by my initials.

BUSINESS ENTITY. Any person or group of persons employing one or more persons performing or engaging in any activity, enterprise, profession, or occupation for gain, benefit, advantage, or livelihood, whether for profit or not for profit. "Business entity" shall include, but not be limited to the following:

- a. Self-employed individuals, business entities filing articles of incorporation, partnerships, limited partnerships, limited liability companies, foreign corporations, foreign limited partnerships, foreign limited liability companies authorized to transact business in this state, business trusts, and any business entity that registers with the Secretary of State.
- b. Any business entity that possesses a business license, permit, certificate, approval, registration, charter, or similar form of authorization issued by the state, any business entity that is exempt by law from obtaining such a business license, and any business entity that is operating unlawfully without a business license.

EMPLOYER. Any person, firm, corporation, partnership, joint stock association, agent, manager, representative, foreman, or other person having control or custody of any employment, place of employment, or of any employee, including any including any person or entity employing any person for hire within the State of Alabama, including a public employer. This term shall not include the occupant of a household contracting with another person to perform casual domestic labor within the household.

- _____ a. The Contractor/Grantee is a business entity or employer as those terms are defined in Section 3 of the Act.

_____ b. The Contractor/Grantee is not a business entity or employer as those terms are defined in Section 3 of the Act.
3. As of the date of this Certificate, Contractor/Grantee does not knowingly employ an unauthorized alien, as that term is defined in Section 3 of the Act, within the State of Alabama and hereafter it will not knowingly employ, hire for employment, or continue to employ an unauthorized alien within the State of Alabama.

{Alien is any person who is not a citizen or national of the United States, as described in 8 U.S.C. § 1101, et seq., and any amendments thereto.}

{Unauthorized Alien is an alien who is not authorized to work in the United States as defined in 8 U.S.C. § 1324a(h)(3).}

4. Contractor/Grantee is enrolled in E-Verify unless *{initial the following selections which apply}*:

_____ (a) it is not eligible to enroll because of the rules of that program or other factors beyond its control.

_____ (b) it is excused from the requirement of enrollment in E-Verify because it does not have an employee in the State of Alabama.

Certified this _____ day of _____ 20____.

Name of Contractor/Grantee/Recipient

By: _____

Its _____

The above Certification was signed in my presence by the person whose name appears above, on this _____ day of _____ 20____.

WITNESS _____

Print Name of Witness